

**Amendments to the Claims:**

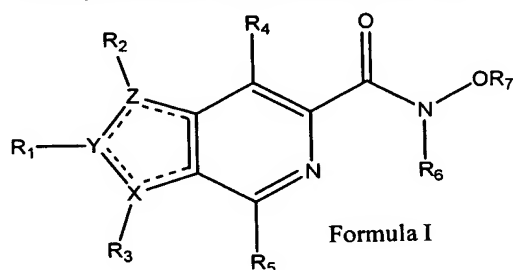
Please cancel claim 1 without prejudice and amend claims 4-9 and 11-13 as follows. Applicants reserve the right to prosecute claims to the canceled subject matter of claims 1, 5-9, and 11-13 in future continuation or divisional applications.

The following list of claims replaces all prior versions and represents a complete set of currently pending claims.

**Listing of Claims:**

1. (canceled)

2. (original) A compound represented by Formula I:



wherein:

R<sub>1</sub> is hydrogen or -C(O)OR<sub>c</sub>, where R<sub>c</sub> is an unsubstituted alkyl, unsubstituted alkenyl, or unsubstituted alkynyl group;

R<sub>2</sub> is hydrogen or an alkyl, alkenyl, or heteroalkyl group, unsubstituted or substituted with one or more substituents independently selected from the group consisting of :

-O-; -NR<sub>d</sub>R<sub>d</sub>; -OR<sub>d</sub>; halogens; and an aryl group, unsubstituted or substituted with one or more substituents independently selected from the group consisting of: halogens; -C(R<sub>d</sub>)<sub>3</sub>; unsubstituted alkyl, alkyl-R<sub>d</sub>, alkenyl-R<sub>d</sub>, and aryl groups,

where R<sub>d</sub> is one or more substituents independently selected from the group consisting of hydrogen; unsubstituted alkyl, unsubstituted alkenyl, and unsubstituted aryl groups;

R<sub>3</sub> is hydrogen or an alkyl, alkenyl, or heteroalkyl group, unsubstituted or substituted with one or more substituents independently selected from the group consisting of :

-O-; -OR<sub>e</sub>; and, alkyl, aryl, cycloalkyl, and heteroaryl groups, unsubstituted or substituted with one or more substituents independently selected from the group consisting of:

halogens; -OH; and aryl or heteroaryl groups, substituted with one or more R<sub>e</sub> substituents,

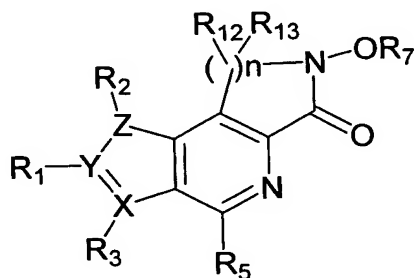
where  $R_e$  is one or more substituents independently selected from the group consisting of halogens; hydrogen; OH; unsubstituted alkyl; and aryl unsubstituted or substituted with one or more substituents independently selected from the group consisting of halogen and alkyl;

$R_4$  is hydrogen or an alkyl group, unsubstituted or substituted with  $-OR_f$ , where  $R_f$  is an unsubstituted alkyl group;

$R_5$  is hydrogen or an alkyl group;

$R_6$  is hydrogen or an alkyl group unsubstituted or substituted with an aryl group;

$R_4$  and  $R_6$  together with the N to which  $R_6$  is attached cyclize to form the following compound represented by the Formula Id:



Formula Id

wherein  $R_{12}$  and  $R_{13}$  are each independently hydrogen; and  
 $n$  is 1;

$R_7$  is hydrogen or an alkyl, alkenyl, or aryl group, unsubstituted or substituted with an aryl group, unsubstituted or substituted with one or more halogens;

X is C or N;

Y is C;

Z is C or N; and

there is a double bond between X and the 6-membered ring and Z and the 6-membered ring; or between X and Y; or between Y and Z;  
or a pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or a pharmaceutically active metabolite thereof.

3. (original) A compound according to claim 2, wherein:

$R_1$  is hydrogen or  $-C(O)O$ -ethyl;

$R_2$  is hydrogen, methyl, ethyl, propyl, vinyl, allyl, or benzyl, unsubstituted or substituted with one or more substituents independently selected from the group consisting of:

halogens,  $-O-$ , OH, amino, and phenyl, unsubstituted or substituted with one or more substituents selected from the group consisting of:

methyl, ethyl, phenyl, benzyl, 2-phenylethyl, 3-phenylallyl, and 2-phenylvinyl;

R<sub>3</sub> is methyl, ethyl, butyl, or benzyl, unsubstituted or substituted with one or more substituents independently selected from the group consisting of:

halogens, OH, methyl, cyclohexyl, -O-, thiadiazole, thiophenyl, and phenoxy, unsubstituted or substituted with one or more substituents independently selected from the group consisting of:

halogens, phenyl, and ethoxy;

R<sub>4</sub> is hydrogen, methyl or methoxymethyl;

R<sub>5</sub> is hydrogen or methyl;

R<sub>6</sub> is hydrogen, methyl, or benzyl;

R<sub>7</sub> is hydrogen, methyl, benzyl, phenyl, allyl, or *tert*-butyl, unsubstituted or substituted with one or more halogens; and

R<sub>4</sub> and R<sub>6</sub> together with the N to which R<sub>6</sub> attaches cyclize to form a pyrrole-2-one.

4. (currently amended) A compound according to claim 3, wherein:

R<sub>1</sub> is hydrogen or -C(O)O-ethyl;

R<sub>2</sub> is selected from

hydrogen;

hydroxymethyl;

methoxymethyl;

ethoxymethyl;

2-phenylvinyl;

3-phenylprop-1-enyl;

[(2-phenylvinyl)oxy]methyl;

dimethylaminomethyl;

benzyloxymethyl;

4-fluorobenzyl;

2-phenylvinyl;

2-phenylethyl;

3-phenylpropyl;

2-phenylethoxymethyl;

[(phenylprop-2-enyl)oxy]methyl;

[(3-phenylallyl)oxy]methyl;

methyl;

ethyl; and

allyl;

R<sub>3</sub> is selected from

hydrogen;

2,4-difluorobenzyl;  
2,3-difluorobenzyl;  
4-fluorobenzyl;  
3-chloro-2,6-difluorobenzyl;  
3-chloro-5-fluoro-2-hydroxybenzyl;  
5-chloro-thiophen-2-ylmethyl;  
3-chloro-2-fluorobenzyl;  
2,3-dichlorobenzyl;  
5-ethoxy-[1,2,3]thiadiazol-4-ylmethyl;  
3-methyl-butyl;  
2-cyclohexyl-ethyl;  
2,4-difluoro-phenoxyethyl;  
3,5-difluoro-2-hydroxybenzyl;  
2-chloro-4-fluoro-phenoxyethyl;  
3-chloro-5-fluoro-2-hydroxybenzyl;  
4-fluoro-phenoxyethyl;  
5-fluoro-2-hydroxy-benzyl;  
2,3,4-trifluoro-phenoxyethyl;  
3,4,5-trifluoro-2-hydroxybenzyl;  
2-chloro-phenoxyethyl; and  
5-chloro-2-hydroxy-benzyl;

R<sub>4</sub> is hydrogen, methyl or methoxymethyl;

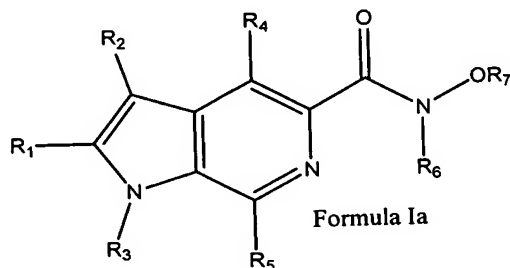
R<sub>5</sub> is hydrogen or methyl;

R<sub>6</sub> is hydrogen, methyl, or benzyl;

R<sub>7</sub> is hydrogen, methyl, benzyl, phenyl, pentafluorobenzyl, allyl, or *tert*-butyl;

R<sub>4</sub> and R<sub>6</sub> together with the N to which R<sub>6</sub> attaches cyclize to form a pyrrol-2-one.

5. (currently amended) A compound according to claim 2 ~~any one of claims 1-4~~, represented by Formula Ia:



wherein:

X is N;

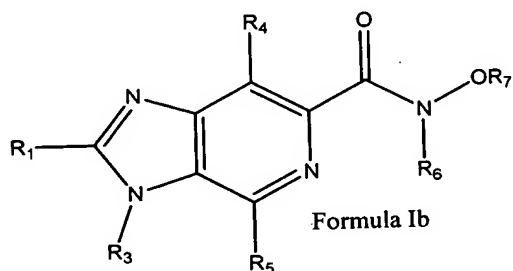
Y is C;

Z is C; and

the double bond is between Y and Z;

or a pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or a pharmaceutically active metabolite thereof.

6. (currently amended) A compound according to claim 2 ~~any one of claims 1-4~~, represented by Formula Ib:



wherein:

X is N;

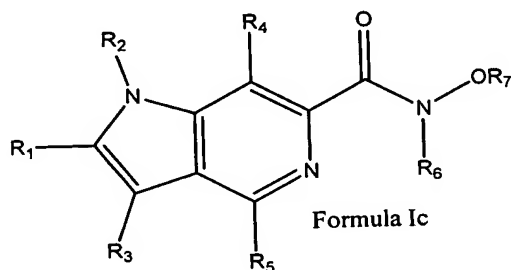
Y is C;

Z is N; and

the double bond is between Y and Z;

or a pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or a pharmaceutically active metabolite thereof.

7. (currently amended) A compound according to claim 2 ~~any one of claims 1-4~~, represented by Formula Ic:



wherein:

X is C;

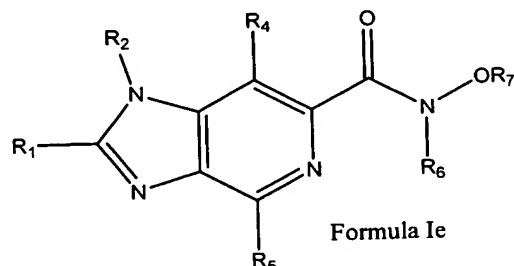
Y is C;

Z is N; and

the double bond is between X and Y;

or a pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or a pharmaceutically active metabolite thereof.

8. (currently amended) A compound according to claim 2 ~~any one of claims 1-4~~, represented by Formula Ie:



wherein:

X is N;

Y is C;

Z is N; and

the double bond is between X and Y;

or a pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or a pharmaceutically active metabolite thereof.

9. (currently amended) A compound or a pharmaceutically acceptable salt according to claim 2.  
~~any one of claims 1-8.~~

10. (original) A compound selected from the group consisting of:

- 1-(2,4-Difluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(2,4-Difluorobenzyl)-*N*-hydroxy-*N*-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(4-Fluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(4-Fluorobenzyl)-*N*-hydroxy-*N*-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- N*-Benzyl-1-(4-fluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(3-Chloro-2,6-difluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(5-Chloro-thiophen-2-ylmethyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(3-Chloro-2-fluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(2,3-Dichlorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(5-Ethoxy-[1,2,3]thiadiazol-4-ylmethyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(2,4-Difluorobenzyl)-*N*-hydroxy-4-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(2,4-Difluorobenzyl)-3-ethoxymethyl-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;
- 1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-hydroxymethyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;

1-(2,4-Difluorobenzyl)-3-dimethylaminomethyl-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
3-Benzyloxymethyl-1-(2,4-difluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
3-(2,4-Difluorobenzyl)-*N*-hydroxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-1*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
1-(2,4-Difluorobenzyl)-3-ethoxymethyl-*N*-hydroxy-*N*-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-hydroxymethyl-*N*-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-3-dimethylaminomethyl-*N*-hydroxy-*N*-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-methoxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-3-ethoxymethyl-*N*-methoxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-3-hydroxymethyl-*N*-methoxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-3-dimethylaminomethyl-*N*-methoxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
*N*-Benzyloxy-1-(2,4-difluorobenzyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
*N*-Benzyloxy-3-(4-fluorobenzyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(4-Fluorobenzyl)-*N*-methoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(4-Fluorobenzyl)-*N*-phenoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(4-Fluorobenzyl)-*N*-[(pentafluorobenzyl)oxy]-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
*N*-(Allyloxy)-3-(4-fluorobenzyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
6-(2,4-Difluorobenzyl)-2-hydroxy-1,6-dihydrodipyrrolo[3,2-*d*:3',4'-*b*]pyridin-3(2*H*)-one;  
3-(2,3-Difluorobenzyl)-*N*-phenoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(2,3-Difluorobenzyl)-*N*-methoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
*N*-Allyloxy-3-(2,3-difluorobenzyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
1-(4-Fluorobenzyl)-*N*-phenoxy-1*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
*N*-*tert*-Butoxy-3-(2,3-difluorobenzyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
*N*-Methoxy-3-(3-methyl-butyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(3-Methyl-butyl)-*N*-phenoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(2-Cyclohexyl-ethyl)-*N*-phenoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
3-(2-Cyclohexyl-ethyl)-*N*-methoxy-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
*N*-Allyloxy-3-(2-cyclohexyl-ethyl)-3*H*-imidazo[4,5-*c*]pyridine-6-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-4-methoxymethyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-(2-phenylvinyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-(3-phenylprop-1-enyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;

1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-(2-phenylethyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-(3-phenylpropyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-[(2-phenylethyl)oxy]methyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-[(3-phenylallyl)oxy]methyl)-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-3-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-3-ethyl-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
3-Allyl-1-(2,4-difluorobenzyl)-*N*-hydroxy-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
1-(2,4-Difluorobenzyl)-*N*-hydroxy-7-methyl-1*H*-pyrrolo[2,3-*c*]pyridine-5-carboxamide;  
Ethyl 1-(2,4-Difluorobenzyl)-5-hydroxycarbamoyl-1*H*-pyrrolo[2,3-*c*]pyridine-2-carboxylate;  
3-(2,4-Difluoro-phenoxyethyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
3-(3,5-Difluoro-2-hydroxybenzyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
3-(2-Chloro-4-fluoro-phenoxyethyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
3-(3-Chloro-5-fluoro-2-hydroxybenzyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
1-Ethyl-3-(4-fluoro-phenoxyethyl)-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
1-Ethyl-3-(5-fluoro-2-hydroxybenzyl)-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
1-Ethyl-*N*-hydroxy-3-(2,3,4-trifluoro-2-phenoxyethyl)-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
1-Ethyl-*N*-hydroxy-3-(3,4,5-trifluoro-2-hydroxybenzyl)-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
3-(2-Chloro-phenoxyethyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide;  
3-(5-Chloro-2-hydroxy-benzyl)-1-ethyl-*N*-hydroxy-1*H*-pyrrolo[3,2-*c*]pyridine-6-carboxamide  
and pharmaceutically acceptable salts thereof.

11. (currently amended)            A composition comprising:  
a therapeutically effective amount of a compound or pharmaceutically acceptable salt according to claim 2 ~~any one of claims 1-4~~; and  
a pharmaceutically acceptable carrier, diluent, or vehicle therefore.

12. (currently amended)            A method of inhibiting or modulating an enzyme activity of HIV Integrase, comprising contacting said enzyme with an effective amount of a compound, pharmaceutically acceptable salt, pharmaceutically acceptable prodrug, or pharmaceutically active metabolite as defined in claim 2, ~~any one of claims 1-4~~.

13. (currently amended)            A method of treating a disease or condition mediated by HIV, comprising administering to a mammal in need of such treatment a therapeutically effective amount of at least one compound, pharmaceutically acceptable salt, pharmaceutically



acceptable prodrug, or pharmaceutically active metabolite as defined in claim 2, ~~any one of claims 1-4~~.

14. (original) A method of evaluating the HIV integrase modulatory activity of a test compound, comprising:

- a) immobilizing viral DNA on a surface, wherein the viral DNA has been modified to contain a CA base pair overhang at the 5' end;
- b) adding integrase to the immobilized DNA;
- c) adding a test compound to the immobilized viral DNA/integrase mixture;
- d) obtaining target ds-DNA radiolabeled at both 3' ends;
- e) combining the immobilized viral DNA/integrase/compound mixture with the radiolabeled target DNA to initiate a reaction;
- f) stopping the reaction by adding a stop buffer to the combination of (e); and
- g) reading the reaction results in a scintillation counter to determine whether the test compound modulates the activity of the integrase.

15. (original) The method of claim 14, wherein the surface is at least one scintillation proximity assay bead.